

Manufacturing

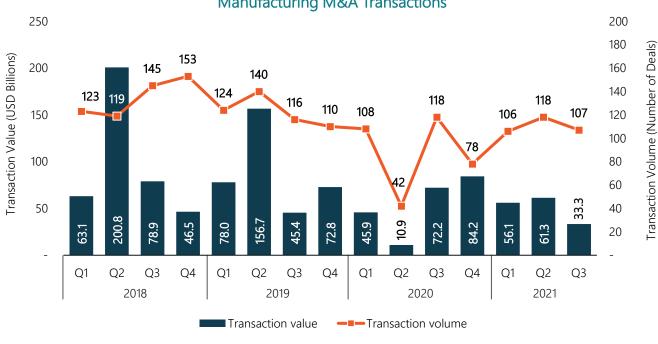
Quarterly Update | Q3 2021



MNPCF.ca

Industry Overview M&A Transactions & Performance





North American Manufacturing M&A Transactions

M&A Market Update - Q3 2021

- In Q3 2021, transaction volume and value in the North American manufacturing sector fell compared to the previous quarter. Total disclosed transaction value decreased 54% from \$72.2 billion to \$33.3 billion year-over-year (YoY), remained below the quarterly 5-year average of \$87.2 billion. In addition, the number of deals during the quarter decreased 4% to 107 from 118 YoY, also below the quarterly 5-year average of 134. The most significant deals during the quarter included:
 - ASSA ABLOY AB's purchase of Spectrum Brands Holdings, Inc.'s (Spectrum) Hardware and Home Improvement Business for \$4.3 billion. Spectrum's Hardware & Home Improvement segment offers hardware products under the National Hardware and FANAL brands; locksets and door hardware under the Kwikset, Weiser, Baldwin, EZSET, and Tell Manufacturing brands; and plumbing products under the Pfister brand. The transaction produced a TEV/Revenue multiple of 2.6x and a TEV/EBITDA multiple of 12.7x.
 - DL Chemical Co., Ltd.'s acquisition of Kraton Corporation (Kraton) for \$2.5 billion. Kraton manufactures and sells styrenic block copolymers, specialty polymers, and other products in the Americas, Europe, the Middle East, Africa, and the Asia Pacific. The transaction produced a TEV/Revenue multiple of 1.5x and a TEV/EBITDA multiple of 8.6x.
- Strategic buyers represented the majority of Q3 2021 total deal value and volume, at 97% and 92% respectively.
- The most active sectors in Q3 2021 were electrical components and equipment manufacturing (23 deals), followed by industrials machinery and equipment manufacturing (25 deals) and healthcare equipment, tools, and supplies manufacturing (25 deals). The consumer staples manufacturing sector was the least active (six deals).

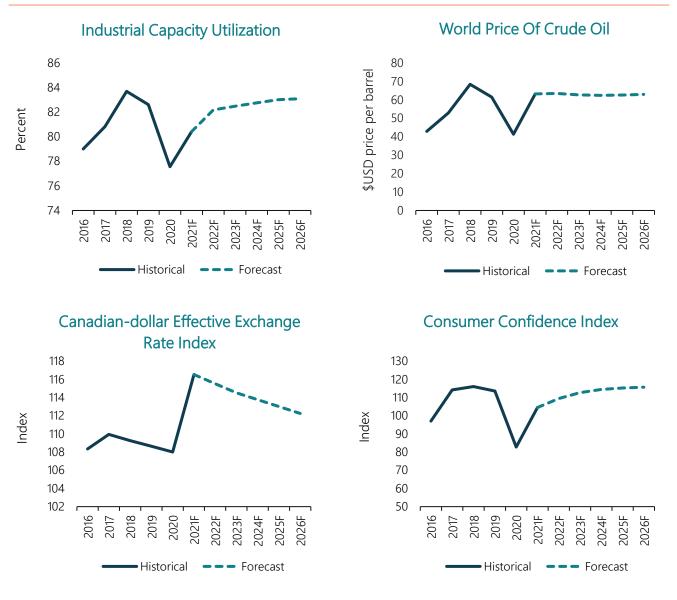
Macroeconomic Indicators



The Canadian manufacturing sector experienced ups-and-downs during Q3 2021. Supply chain issues have heighted across the globe, increasing prices for consumers and partially stalling economic recovery. However, this indicates demand is rebounding. These disrupted supply chains are expected to recover over time and businesses are expected to increase output to match post-pandemic demand.

In addition, the initial easing of COVID-19 restrictions took a few steps back as the Delta variant swept through the country, increasing cases once again and the need for temporary restriction. However, the roll out of vaccine passports (or forms of) within the country have allowed many business to remain operational.

Overall, the Canadian economy is expected to increase over the next five years. With restrictions and lockdowns easing in major centres, all macroeconomic indicators are expected to continue to improve. The Canadian Purchasing Managers' Index (PMI), an index of the prevailing direction of economic trends in the manufacturing and service sectors, remains high at 57.0.



Select Recent M&A Transactions





- VSE Corporation operates as a diversified products and services aftermarket company in the United States. The company operates in three segments: Aviation, Fleet, and Federal and Defense.
- GlobalParts Group, Inc. manufactures and distributes aviation spare parts to the aviation industry in the United States and internationally. The company also engages in the maintenance, repair, and overhaul of airframe structures.

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Announced	Aug 23, 2021		
TEV	\$54.0MM		
TEV/EBITDA	6.70x 2.45x		
TEV/Revenue			
	TEV TEV/EBITDA		

- Kadant Inc. supplies critical components and engineered systems worldwide. It operates through three segments: Flow Control, Industrial Processing, and Material Handling.
- East Chicago Machine Tool Corporation, doing business as Balemaster USA, manufactures heavy duty and reliable horizontal balers, shredders, hoggers, fluffers, and perforators that meet nearly any waste management and recycling requirement.



Irvine Electronics, Inc.

- Volex plc manufactures and supplies power products and cable assemblies in North America, Europe, and Asia. The company sells its products to original equipment manufacturers and electronic manufacturing services companies.
- Irvine Electronics Inc. Irvine Electronics, Inc. is a high reliability electronics manufacturing service provider, specializing in turnkey assembly of printed circuit boards and complete box builds.

Select Recent M&A Transactions





acquired



Announced	Sep 1, 2021				
TEV	\$40.0MM				
TEV/EBITDA	11.43x				
TEV/Revenue	1.29x				

- ATS Automation Tooling Systems Inc., together with its subsidiaries, provides automation solutions worldwide. The company serves life sciences, transportation, consumer products, food and beverage, and energy markets.
- NCC Automated Systems, Inc. operates as an automation systems integrator. The company manufactures high precision pallet handling and sanitary conveyance products.

discoverIE	Announced	Sep 2, 2021		
acquired	TEV	\$80.5MM		
	TEV/EBITDA	11.84x		
Compass Electronics Solutions Ca	TEV/Revenue	2.86x		

- **discoverIE Group plc** designs, manufactures, and supplies components for electronic applications worldwide. It operates in two divisions: Design & Manufacturing, and Custom Supply.
- Logic PD, Inc. is a electronics development, manufacturing, and support service company. It offers product lifecycle management solutions. The company offers engineering services, electronic manufacturing services, and embedded products. Logic PD, Inc. was formerly known as Micro Dynamics Corporation.

FEDERAL SIGNAL	Closed	Sep 8, 2021		
acquired	TEV TEV/EBITDA	\$45.0MM Not disclosed		
	TEV/Revenue	1.32x		

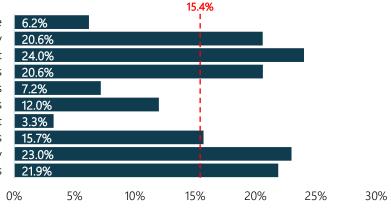
- Federal Signal Corporation, together with its subsidiaries, designs, manufactures, and supplies a suite of products and integrated solutions for municipal, governmental, industrial, and commercial customers in the United States, Canada, Europe, and internationally. It operates through two segments, Environmental Solutions Group, and Safety and Security Systems Group.
- Ground Force Worldwide, LLC designs, engineers, and manufactures mine support equipment for surface and underground mining and construction applications

Public Comparable Analysis Growth, Margins & Multiples



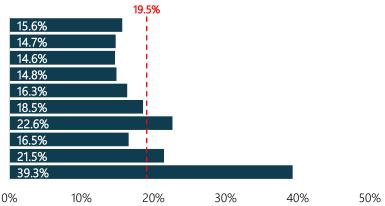
LTM Revenue Growth

Aerospace and Defense 6.2% Agricultural and Farm Machinery 20.6% Auto Parts and Equipment 24.0% Automobile Manufacturers 20.6% Construction Machinery and Heavy Trucks 7.2% **Diversified Chemicals** 12.0% Electrical Components and Equipment 3.3% Home Building Product Manufacturers 15.7% Industrial Machinery 23.0% Pharmaceuticals 21.9%

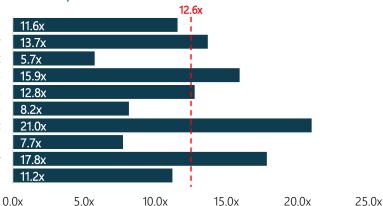


LTM EBITDA Margin

Aerospace and Defense Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks **Diversified Chemicals Electrical Components and Equipment** Home Building Product Manufacturers Industrial Machinery Pharmaceuticals



LTM EV/EBITDA

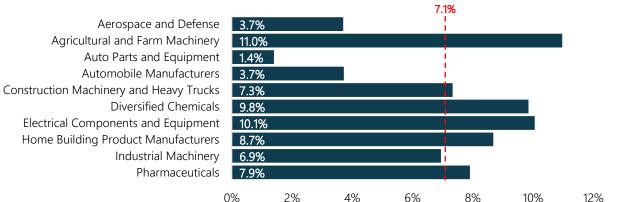


Aerospace and Defense Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks **Diversified Chemicals Electrical Components and Equipment** Home Building Product Manufacturers Industrial Machinery Pharmaceuticals

Public Comparable Analysis Growth, Margins & Multiples

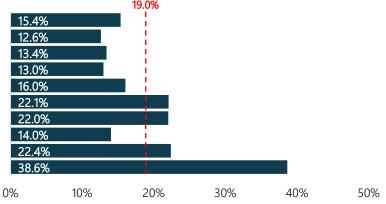


NTM Revenue Growth

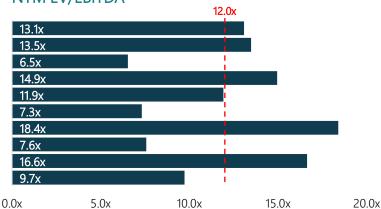


NTM EBITDA Margin

Aerospace and Defense Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks Diversified Chemicals Electrical Components and Equipment Home Building Product Manufacturers Industrial Machinery Pharmaceuticals



Aerospace and Defense Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks Diversified Chemicals Electrical Components and Equipment Home Building Product Manufacturers Industrial Machinery Pharmaceuticals

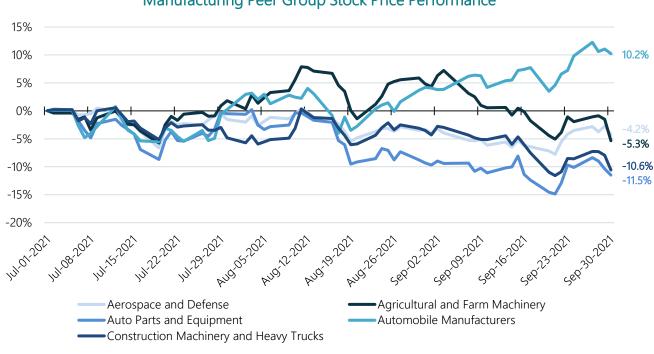


NTM EV/EBITDA

Source: Capital IQ. Data as of September 30, 2021. "LTM" refers to last twelve months. "NTM" refers to next twelve months. Valuation details provided on pages 10 and 11.

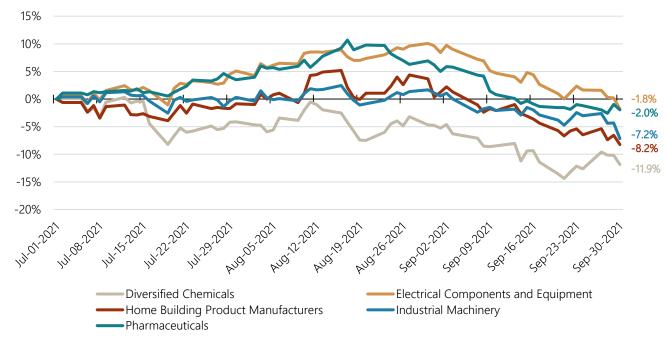
Public Comparable Analysis Performance Analysis





Manufacturing Peer Group Stock Price Performance*

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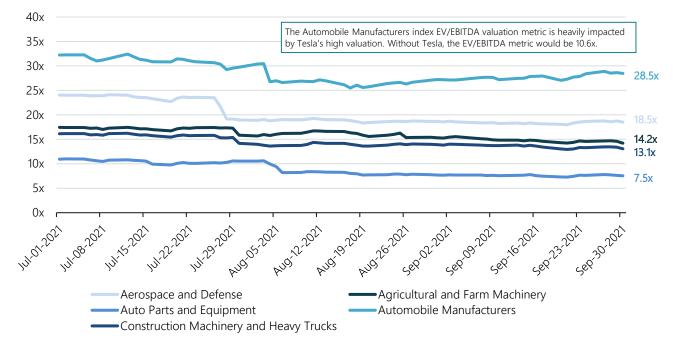


Source: Capital IQ. Data as of September 30, 2021. Further details provided on pages 10 and 11. *Peer group metrics are weighted by market capitalization

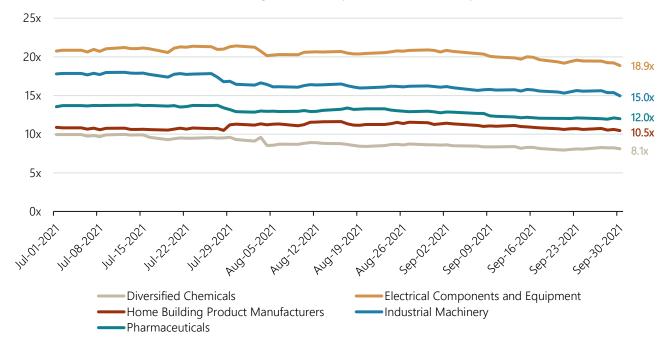
Public Comparable Analysis Performance Analysis



Manufacturing Peer Group EV/EBITDA Mulitples



Manufacturing Peer Group EV/EBITDA Mulitples



Source: Capital IQ. Data as of September 30, 2021. Further details provided on pages 10 and 11. *Peer group metrics are weighted by market capitalization

Public Comparable Analysis Trading Multiples & Operating Statistics



(Figures In \$USD Millions, except percentages and ratios)

(ingures in \$050 minions, except percentages and		·	LTM Operating Figures			NTM Consensus Estimates			Valuation		
Company	Market Capitalization	Enterprise Value	Revenue	Revenue Growth	EBITDA	EBITDA Margin	Revenue Growth	EBITDA Margin	NTM EV/EBITDA	LTM EV/EBITDA	LTM EV/REV
Aerospace and Defense	Suprisi			0.0.0				, inc. g.i.i			
The Boeing Company	\$128,918	\$171,332	\$61,658	(7.4%)	(\$1,434)	(2.3%)	33.9%	10.8%	18.3x	N/A	2.8x
Raytheon Technologies Corporation	\$128,870	\$155,500	\$62,297	28.5%	\$9,748	15.6%	9.2%	17.5%	13.1x	16.0x	2.5x
Lockheed Martin Corporation	\$95,564	\$104,998	\$66,814	6.2%	\$10,614	15.9%	3.3%	15.5%	9.8x	9.9x	1.6x
Northrop Grumman Corporation	\$57,663	\$67,460	\$37,603	8.4%	\$6,032	16.0%	(2.4%)	15.4%	12.0x	11.2x	1.8x
General Dynamics Corporation	\$54,703	\$67,395	\$38,521	(0.1%)	\$5,639	14.6%	3.7%	12.8%	13.1x	12.0x	1.7x
Median	\$95,564	\$104,998	\$61,658	6.2%	\$6,032	15.6%	3.7%	15.4%	13.1x	11.6x	1.8x
Mean	\$93,144	\$113,337	\$53,379	7.1%	\$6,120	12.0%	9.5%	14.4%	13.3x	12.2x	2.1x
Agricultural and Farm Machinery	,										
Deere & Company	\$103,892	\$145,212	\$42,402	18.8%	\$9,034	21.3%	4.4%	21.6%	15.2x	16.1x	3.4x
CNH Industrial N.V.	\$22,494	\$39,782	\$31,377	25.0%	\$3,516	11.2%	10.7%	9.7%	11.8x	11.3x	1.3x
The Toro Company	\$10,369	\$10,600	\$3,840	17.3%	\$652	17.0%	16.3%	13.8%	17.3x	16.3x	2.8x
AGCO Corporation	\$9,237	\$10,514	\$10,473	22.4%	\$1,311	12.5%	11.2%	11.5%	7.8x	8.0x	1.0x
Median	\$16,431	\$25,191	\$20,925	20.6%	\$2,413	14.7%	11.0%	12.6%	13.5x	13.7x	2.0x
Mean	\$36,498	\$51,527	\$22,023	20.9%	\$3,628	15.5%	10.6%	14.1%	13.0x	12.9x	2.1x
Auto Parts and Equipment											
Aptiv PLC	\$40,298	\$42,016	\$15,710	27.3%	\$2,300	14.6%	1.9%	14.9%	15.8x	18.3x	2.7x
Magna International Inc.	\$22,671	\$25,468	\$38,910	22.9%	\$5,271	13.5%	1.4%	11.2%	5.6x	4.8x	.7x
Lear Corporation	\$9,348	\$10,882	\$20,258	22.4%	\$2,063	10.2%	(0.7%)	8.2%	6.5x	5.3x	.5x
BorgWarner Inc.	\$10,361	\$13,758	\$14,227	62.5%	\$2,395	16.8%	7.8%	15.2%	5.9x	5.7x	1.0x
Autoliv, Inc.	\$7,498	\$8,828	\$8,819	24.0%	\$1,364	15.5%	(1.1%)	13.4%	7.4x	6.5x	1.0x
Median	\$10,361	\$13,758	\$15,710	24.0%	\$2,300	14.6%	1.4%	13.4%	6.5x	5.7x	1.0x
Mean	\$18,035	\$20,190	\$19,585	31.8%	\$2,679	14.1%	1.9%	12.6%	8.3x	8.1x	1.2x
Automobile Manufacturers											
Tesla, Inc.	\$767,737	\$764,124	\$41,862	62.8%	\$6,215	14.8%	N/A	N/A	60.8x	123.0x	18.3x
General Motors Company	\$76,520	\$169,863	\$139,639	20.6%	\$21,627	15.5%	(0.9%)	17.8%	6.8x	7.9x	1.2x
Ford Motor Company	\$56,566	\$179,869	\$136,433	4.6%	\$11,292	8.3%	8.3%	8.1%	14.9x	15.9x	1.3x
Median	\$76,520	\$179,869	\$136,433	20.6%	\$11,292	14.8%	3.7%	13.0%	14.9x	15.9x	1.3x
Mean	\$300,274	\$371,285	\$105,978	29.4%	\$13,044	12.9%	3.7%	13.0%	27.5x	48.9x	6.9x
Construction Machinery and Hea											
Caterpillar Inc.	\$105,098	\$132,710	\$45,892	(1.4%)	\$8,970	19.5%	16.2%	17.5%	13.9x	14.8x	2.9x
Cummins Inc.	\$32,248	\$34,652	\$23,151	14.6%	\$3,784	16.3%	7.3%	16.0%	8.6x	9.2x	1.5x
PACCAR Inc	\$27,399	\$33,653	\$22,194	7.2%	\$2,636	11.9%	0.9%	11.7%	11.9x	12.8x	1.5x
Median Mean	\$32,248 \$54,915	\$34,652 \$67,005	\$23,151 \$30,412	7.2% 6.8%	\$3,784 \$5,130	16.3% 15.9%	7.3% 8.1%	16.0% 15.1%	11.9x 11.5x	12.8x 12.2x	1.5x 2.0x
Diversified Chemicals	¢25 562	\$42.221	¢01 E 40	22 E0/	¢E 700	26 69/	(22.09()	25.0%	0.8%	7.6%	2.04
DuPont de Nemours, Inc.	\$35,563	\$43,231	\$21,549	22.5%	\$5,706	26.5%	(22.0%)	25.9%	9.8x	7.6x	2.0x
Eastman Chemical Company	\$13,679	\$18,885	\$9,370	7.8%	\$1,946	20.8%	6.8%	22.8%	8.3x	9.7x	2.0x
Huntsman Corporation	\$6,567	\$8,223	\$7,039	13.8%	\$1,061	15.1%	13.1%	16.5%	6.3x	7.8x	1.2x
The Chemours Company	\$4,800	\$7,897	\$5,662	10.2%	\$924	16.3%	12.9%	21.4%	5.8x	8.6x	1.4x
Median Mean	\$10,123 \$15,152	\$13,554 \$19,559	\$8,205 \$10,905	12.0% 13.6%	\$1,504 \$2,409	18.5% 19.7%	9.8% 2.7%	22.1% 21.6%	7.3x 7.6x	8.2x 8.4x	1.7x 1.6x

Public Comparable Analysis Trading Multiples & Operating Statistics



(Figures In \$USD Millions, except percentages and ratios) NTM Consensus Estimates LTM Operating Figures Valuation Market Enterprise Revenue **EBITDA** Revenue EBITDA NTM LTM LTM Capitalization EBITDA Margin EV/EBITDA EV/EBITDA EV/REV Value Revenue Growth Company Margin Growth Electrical Components and Equipment \$56,313 \$61,331 \$17,847 7.2% 23.1% 14.6x 3.4x Emerson Electric Co 3.8% \$4,210 23.6% 13.7x Eaton Corporation plc \$59,543 \$71,582 \$19,120 (0.4%) \$3,455 18.1% 44% 19.4% 17.9x 20.7x 3.7x Rockwell Automation, Inc. \$34,116 \$35,870 \$6,760 4.2% \$1,463 21.6% 12.9% 20.9% 22.4x 24.5x 5.3x AMETEK Inc \$28 672 2.8% 30.0% 16.4% 28.8% 21 3x \$31 427 \$4 928 \$1 479 18 9x 64x \$45,214 \$48,600 \$12,303 3.3% \$2,467 22.6% 10.1% 18.4x 21.0x Median 22.0% 4.5x \$44,661 23.1% Mean \$50,052 \$12,164 2.6% \$2,652 20.3x 4.7x 23.3% 10.2% 18.2x Home Building Product Manufacturers Masco Corporation \$13,730 \$16,312 \$7,992 19.3% \$1,293 16.2% 4.0% 19.1% 10.2x 12.6x 2.0x Fortune Brands Home & Security, Inc. \$7,019 23.0% \$1,274 10.7% 17.4% 10.7x 11.5x 2.1x \$12.329 \$14,636 18.2% JELD-WEN Holding, Inc. \$2,481 \$3,814 \$4,602 11 4% \$530 11 5% 4 9% 10.7% 6.9x 7 2x .8x Masonite International Corporation \$2,557 \$3,189 \$2,515 17.8% \$424 16.9% 10.0% 17.0% 6.8x 7.5x 1.3x American Woodmark Corporation \$1,083 \$1.676 \$1,797 11.4% \$210 11.7% 7.4% 10.6% 8.2x 8.0x .9x Caesarstone Ltd \$444 \$570 13 5% \$99 17.4% 17.9% 11.0% 6.0x .8x \$428 4.5x Median \$2,519 \$3,501 \$3,559 15.7% 16.5% 14.0% \$477 8.7% 7.6x 7.7x 1.1x Mean \$5,435 \$6,678 \$4,082 16.1% \$638 15.3% 9.1% 14.3% 8.1x 8.5x 1.3x Industrial Machinery Illinois Tool Works Inc. \$65,082 \$70,673 \$14,002 9.9% \$3,962 28.3% 5.5% 28.4% 16.6x 17.8x 5.0x Parker-Hannifin Corporation \$14,348 21.9% 2.9x \$36,099 \$42.061 4.8% \$3,078 21.5% 8.1% 12.3x 13.7x \$28,569 \$33,679 \$16,756 23.0% \$3,517 21.0% 6.9% 17.0% 11.0x 9.6x 2.0x Stanley Black & Decker, Inc. 55.5% 21.0x \$25,292 \$26.497 \$5.064 \$1,260 24.9% 8.3% N/A 19.5x Fortive Corporation 5.2x Ingersoll Rand Inc. \$21.180 \$21,483 \$5.677 99.6% \$1.179 20.8% (6.1%)22.8% 17.5x 18.2x 3.8x Median \$28,569 \$33,679 \$14,002 23.0% \$3,078 21.5% 6.9% 22.4% 16.6x 17.8x 3.8x Mean \$38,879 22.6% \$35,244 \$11,169 38.5% \$2,599 23.3% 4.6% 16.1x 15.4x 3.8x Pharmaceuticals \$425,146 Johnson & Johnson \$431,645 \$89,190 10.8% \$30,959 34.7% 8.1% 35.8% 12.5x 13.9x 4.8x Merck & Co., Inc. \$190,132 \$208,160 \$50,382 14.7% \$20,252 40.2% 1.0% 41.3% 10.2x 10.3x 4.1x Pfizer Inc \$241,144 \$258,957 \$55,520 59.8% \$21,318 38.4% 59.4% 33.1% 9.2x 12.1x 4.7x AbbVie Inc. \$190,625 \$264,206 \$53,729 48.3% \$27,981 52.1% 7.7% 52.3% 8.7x 9.4x 4.9x 34.5% Eli Lilly and Company \$209,466 \$221.301 \$26,726 16.5% \$9,223 2.3% 35.9% 22 5x 24 Ox 8.3x \$44,384 \$19,219 Bristol-Myers Squibb Company \$131,482 \$163,682 27.3% 43.3% 8.3% 56.4% 6.0x 8.5x 3.7x \$200,045 4.8x Median \$240,129 \$52,056 21.9% \$20,785 39 3% 7.9% 38.6% 9 7x 11.2x Mean \$231,332 \$257,992 \$53,322 29.6% \$21,492 40.5% 14.5% 42.5% 11.5x 13.1x 5.1x



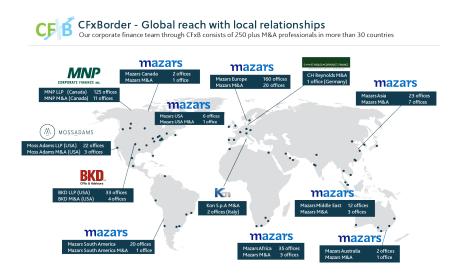
MNP Corporate Finance (MNPCF) has a dedicated team of over 100 M&A and due diligence professionals across Canada. MNPCF works with clients in virtually all industries as they prepare, plan and execute transactions.

Our typical transactions range in value between \$3 million and \$300 million.

Local and International Reach

MNP is a participating firm within Praxity, a unique global alliance of independent accounting/advisory firms created to answer global business needs. As a member of Praxity, we are able to offer access to corporate finance, accounting, and tax advisory services worldwide. We are also affiliated with Corporate Finance Cross Border, which consists of 250+ M&A professionals in more than 30 countries.



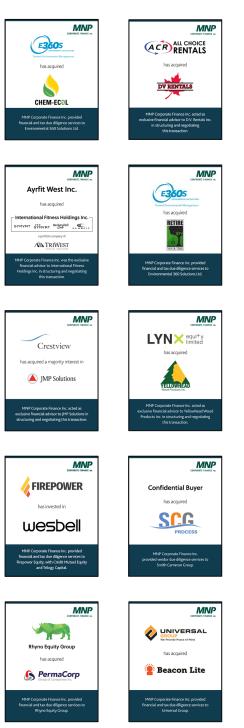


Services

- Divestitures
- Acquisitions
- Debt Financing
- Due Diligence
- Transaction Advisory Services



Recently Closed Deals (National)



About Us



Deal Experience

Since our inception, our team has advised on hundreds of transactions, in a wide range of industries with diverse enterprise values. In the past five years alone we have completed over 125 transactions worth over \$2 billion (not including due diligence engagements).

Recently Closed Deals (National)



Industry Experience

- Food & Beverage
- Retail & Distribution
- Manufacturing
- Agriculture
- Automotive
- Materials
- Health Care
- Pharmaceutical

- Transportation
- Construction
- Software
- Financial Services
- Technology
- Energy
- Oilfield Services
- Real Estate

Hands-on Approach

Current M&A transactions require a hands-on approach from start to finish including the active engagement of senior resources. Our senior resources are dedicated to our clients and are available as necessary and appropriate. We keep our clients regularly informed of the engagement status, issues we are encountering, successes, and overall progress.

Integrated Service Offering

We draw on the vast experience and deep specialist knowledge network of our partners locally, nationally and internationally as specialty issues arise, such as pre-transaction tax planning, transaction structuring, estate planning, valuation, due diligence, performance improvement, and risk management.

Leadership Team





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